WEST VIRGINIA CODE: §31E-8-804

§31E-8-804. Special provisions regarding directors.

(a) The articles of incorporation may provide that the entire membership, or a certain class of members, shall constitute the board of directors.

(b) The articles of incorporation may provide that persons occupying certain positions within or without the corporation are ex officio directors, but, unless otherwise provided in the articles of incorporation or bylaws, ex officio directors may not be counted in determining a quorum nor may they be entitled to a vote. An ex officio director shall continue to be a director so long as he or she continues to hold the office from which his or her ex officio status derives, and shall cease to be an ex officio director immediately and automatically upon ceasing to hold the office, without the need for any action by the corporation, its directors or its members. The provisions of sections eight hundred six and eight hundred eight of this article do not apply to ex officio directors.

(c) In the cases of corporations without members and corporations without members entitled to vote for directors, the articles of incorporation may provide for a self-perpetuating board of directors.

WV Legislature